FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO		SEC USE ONLY			
SEC	REGULATION D, CTION 4(6), AND/OR	Prefix	Serial		
UNIFORM LIM	ITED OFFERING EXEMPTION	D ₂	TE RECEIVED		
Name of Offering (check if this is an amendme	nt and name has changed, and indicate change.)				
8% Convertible Notes and Warrants to purcha	se up to 3,555,851 shares of preferred stock				
Filing Under (Check box(es) that apply): Type of Filing: • New Filing Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	n 4(6) □ ULOE	OFCEIVED OF THE PROPERTY OF TH		
	A. BASIC IDENTIFICATION DAT	'A	< MAR 0 7 2005 >>		
1. Enter the information requested about the issue	er		the last		
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)		179/46		
E-Engine Inc.					
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Ir	cluding Area Code		
1601 Trapelo Road, Suite 328, Waltham, MA (2451	781-697-2880			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
Brief Description of Business: Provider of electronic procurement and workf	low solutions for the employer benefits marketplace		PROCESSED WAR 09 2005		
Type of Business Organization			MVB 03 SAMA		
■ corporation □ business trust	☐ limited partnership, already formed	□ other (please specify	y): [201-000 -		
L outsiness unst	☐ limited partnership, to be formed Month Year		FINANCIAL		
Actual or Estimated Date of Incorporation or Org) Hiller Co.		
	ter two-letter U.S. Postal Service abbreviation for State	:			
· · · · · · · · · · · · · · · · · · ·	CN for Canada; FN for other foreign jurisdiction				
CENIED AL INCTRICCTIONS					

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULCE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Chambers, Phyllis A.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
44 Main Street, Rockport, MA 01966						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			a zasadi v omoci	<u> </u>	O CONORM MIND OF FAMILIER IN MINDS	
Kodak Venture Partners II-A, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Pou Colony Company Contan 1000 W	mean Cemant Cur	to 2000 Walsham MA	02451			
Bay Colony Corporate Center, 1000 Wi Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		Beneficial Owner	D Executive Officer	LI DIICCOI	General and of Managing Partner	
,						
Kodak Venture Partners II-B, L.P. Business or Residence Address	(Number and C	treet, City, State, Zip Coo	do			
business of Residence Address	(Number and 5	oneer, City, State, Zip Coo	ie)			
Bay Colony Corporate Center, 1000 Wi	inter Street, Sui	ite 3800, Waltham, MA	02451			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Royal Bank of Canada						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Royal Bank Plaza, North Tower, 200 Ba	ay Street, 4th flo	or, Toronto, Ontario M	5 J 2W7			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Sextant Holdings Corporation						
Business or Residence Address (Number and Street, City, State, Zip Code)						
(T	, , , , , , , , , , , , , , , , , , ,					
c/o Kevin Reed, 45 Winding Oaks Way. Check Box(es) that Apply:	Boxtord, MA □ Promoter		D. Europaine Officer	D Disease	Consent and/or Managing Postura	
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Tan Pane (200) name Hol, II Blander,						
During a Davidson Address	(Normal on an de	Ct City Ct 7:- C-	1-1			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
		····		·		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	2 1 1 1 1 1 1 1 1					
,						
Business or Residence Address	(Number and	Street, City, State, Zip G	ode)			
	(,			

B. INFORMATION ABOUT OFFERING	,				
	Yes No				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					
Answer also in Appendix, Column 2, if filing under ULOE.					
2. What is the minimum investment that will be accepted from any individual?					
	Yes No				
3. Does the offering permit joint ownership of a single unit?	-				
4. Enter the information requested for each person who has been or will be paid or given, directly or insimilar remuneration for solicitation of purchasers in connection with sales of securities in the offering associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you for that broker or dealer only.	ng. If a person to be listed is an list the name of the broker or				
Full Name (Last name first, if individual) None					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)	All States				
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [N]	[DC] _ [FL] _ [GA] _ [HI] _ [ID] [MA] _ [MI] _ [MN] _ [MS] _ [MO] [ND] _ [OH] _ [OK] _ [OR] _ [PA] [WA] _ [WV] _ [WI] _ [WY] _ [PR]				
Full name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)	□ All States				
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _	[DC] _ [FL] _ [GA] _ [HI] _ [ID] [MA] _ [MI] _ [MN] _ [MS] _ [MO] [ND] _ [OH] _ [OK] _ [OR] _ [PA] [WA] _ [WV] _ [WI] _ [WY] _ [PR]				
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)					
_ (IL) _ (IN) _ (IA) _ (KS) _ (KY) _ (LA) _ (ME) _ (MD) _ _ (MT) _ (NE) _ (NV) _ (NH) _ (NJ) _ (NM) _ (NY) _ (NC) _	[DC] _ [FL] _ [GA] _ [HI] _ [ID] [MA] _ [MI] _ [MN] _ [MS] _ [MO] [ND] _ [OH] _ [OK] _ [OR] _ [PA] [WA] _ [WV] _ [WI] _ [WY] _ [PR]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$ <u>3,000,000</u>	\$ <u>2,999,999</u>
	Equity	\$	\$
	Common D Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (SpecifyWarrants to purchase 3,555,851 shares of preferred stock)	\$ 0	s 0
	Total	\$_3,000,000_	\$ 2,999,999
	Answer also in Appendix, Column 3, if filing under ULOE.	\$ <u>5,000,000</u>	3 <u>2777777</u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer_is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases \$ 2,999,999
	Accredited Investors		\$ <u>2,555,555</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		*
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		•
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	_	\$
	Legal Fees	•	\$ 20,000
	Accounting Fees	_	<u> </u>
			<u> </u>
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)		\$
	Total	•	\$ 20,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used				\$	\$_2,980,000		
for each of the purposes shown. If the and check the box to the left of the est	sted gross proceeds to the issuer used or propose amount for any purpose is not known, furnish imate. The total of the payments listed must ed et forth in response to Part C – Question 4.b ab	an estimate Jual the					
			Payments to Officers, Directors, & Affiliates		Payments To Others		
Salaries and fees		0	s	G	\$		
Purchase of real estate		0	\$	o	\$		
Purchase, rental or leasing and installa	ation of machinery and equipment		\$	0	\$		
Construction or leasing of plant buildi	ngs and facilities	D	\$	D	\$		
that may be used in exchange for the a	ng the value of securities involved in this offeri assets or securities of another issuer pursuant to						
3 ,			\$	0	\$		
			\$	0	2		
- ,		0	\$		\$_2,980,000		
Other (specify):			\$	0	s		
			6				
			b		\$		
		-	\$0	•	\$_2,980,000		
Total Payments Listed (column totals	Total Payments Listed (column totals added)		■ \$ <u>2,980,000</u>				
	D. FEDERAL SIGN	IATURE					
	signed by the undersigned duly authorized perse U.S. Securities and Exchange Commission, uph (b)(2) of Rule 502.						
ssuer (Print or Type)	Signature	,	Date				
E-Engine loc.			March Z ,2005				
Name of Signer (Print or Type)	Title of Signer (Print pr Type)						
Timothy Allen	Chief Financial/Officer						